

Sherry Steven P.
Form 3
November 13, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sherry Steven P. | | (Month/Day/Year) | Guidewire Software, Inc. [GWRE] | |
| (Last) | (First) | (Middle) | 11/01/2017 | |
| GUIDEWIRE SOFTWARE, INC.,Â 1001 E. HILLSDALE BLVD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) | (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | Chief Sales Officer | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| FOSTER CITY,Â CAÂ 94404 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-------------------------|--------|--------|--------------|--------|--------|----------------------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,000 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 1,250 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 3,500 | \$ (2) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 15,625 | \$ (2) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 4,875 | \$ (2) | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock | 7,100 | \$ (2) | D | Â |
| Performance Stock Units | Â (8) | Â (8) | Common Stock | 846 | \$ (2) | D | Â |
| Performance Stock Units | Â (9) | Â (9) | Common Stock | 5,252 | \$ (2) | D | Â |
| Performance Stock Units | Â (10) | Â (10) | Common Stock | 3,002 | \$ (2) | D | Â |
| Performance Stock Units | Â (11) | Â (11) | Common Stock | 4,300 | \$ (2) | D | Â |
| Performance Stock Units | Â (12) | Â (12) | Common Stock | 3,250 | \$ (2) | D | Â |
| Performance Stock Units | Â (13) | Â (13) | Common Stock | 2,800 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sherry Steven P. GUIDEWIRE SOFTWARE, INC. 1001 E. HILLSDALE BLVD. FOSTER CITY, CA 94404 | Â | Â | Â Chief Sales Officer | Â |

Signatures

/s/ Winston King, Attorney in Fact for Steven P. Sherry

11/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Restricted Stock Units (RSUs) vest in two quarterly installments from December 15, 2017 to March 15, 2018.
- (2) Each unit represents a contingent right to receive one share of GWRE common stock.
- (3) The RSUs vest in four quarterly installments from December 15, 2017 to September 15, 2018.
- (4) The RSUs vest in eight quarterly installments from December 15, 2017 to September 15, 2019.
- (5) The RSUs vest in ten quarterly installments from December 15, 2017 to March 15, 2020.
- (6) The RSUs vest in twelve quarterly installments from December 15, 2017 to September 15, 2020.
- (7) The RSUs vest in sixteen quarterly installments from December 15, 2017 to September 15, 2021.
- (8) The RSUs vest in four quarterly installments from December 15, 2017 to September 15, 2018.
- (9) The RSUs vest in eight quarterly installments from December 15, 2017 to September 15, 2019.
- (10) The RSUs vest in twelve quarterly installments from December 15, 2017 to September 15, 2020.

- The vesting of these Performance Restricted Stock Units is subject to the satisfaction of both performance-based conditions and time-based criteria. The performance-based conditions will be satisfied if certain financial targets, determined by the Issuer, are met over the course of the Issuer's 2018 fiscal year. If the performance-based conditions for fiscal year 2018 are not met, then none of the shares will vest. If the performance-based conditions for fiscal year 2018 are achieved, as determined by the Issuer, then units will vest as the time-based criteria are satisfied. The time-based vesting criteria are as follows: 1/4th of the units vest on the one year anniversary of the vesting commencement date of September 15, 2017 and an additional 1/16th of the units will vest quarterly thereafter, subject to (1) the previously mentioned fiscal year 2018 performance-based conditions being met, and (2) the Reporting Person's continued service to the Issuer through each such vesting date.
- (11)

- Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive, pursuant to the Issuer's 2011 Stock Plan and Long-Term Incentive Plan, one share of the Issuer's common stock. Between 0% to 200% of the reported target number of Performance RSUs may be earned, based on the Company's total shareholder return percentile ranking relative to the software companies in the S&P Software and Services Select Industry Index for a three-year cumulative performance period commencing August 1, 2016 and ending July 31, 2019 (the "Performance Measurement Period"). All earned Performance RSUs will vest at the end of the Performance Measurement Period, subject to the Reporting Person's continued service to the Issuer through such date.
- (12)

- Each Performance Restricted Stock Unit ("Performance RSU") represents a contingent right to receive one share of the Issuer's common stock. Between 0% to 125% of the reported target number of Performance RSUs may be earned, based on the Company's total shareholder return percentile ranking relative to the software companies in the S&P Software and Services Select Industry Index for a three-year cumulative performance period commencing August 1, 2017 and ending July 31, 2020 (the "Performance Measurement Period"). All earned Performance RSUs will vest at the end of the Performance Measurement Period, subject to the Reporting Person's continued service to the Issuer through such vesting date.
- (13)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.